

Ineligibility. Any subscriber who indicates that he or she is receiving more than one Lifeline-supported service per household, or neglects to make the required one-per-household certification on his or her certification form, will be de-enrolled from Lifeline pursuant to the process for resolving duplicative Lifeline subscriptions described in section 54.405(e)(2).⁴²

If a customer does not respond to the Company's annual verification survey within 30 days, or if Q LINK has reasonable basis to believe that the subscriber no longer meets the Lifeline-qualifying criteria (including instances where a subscriber informs the Company or the state that he or she is ineligible for Lifeline), Q LINK will provide a written notice of impending service termination to the subscriber and then give the subscriber 30 days after the date of the letter to demonstrate that his or her Lifeline service should not be terminated.⁴³ Similarly, Q LINK will de-enroll a subscriber if they fail to respond to the Company's attempt to verify a temporary address within 30 days.⁴⁴

Duplicative Support. Subject to USAC's Duplicate Resolution Process and anticipated Duplicate Scrubbing Process,⁴⁵ Q LINK will de-enroll a subscriber within 5 business days if the Company is informed by USAC that the subscriber is receiving Lifeline service from another ETC or that more than one member of a subscriber's household is receiving Lifeline service.

Non-Usage. Q LINK will monitor all customers to ensure that they in fact have usage on their account within a 60-day period. Q LINK will de-enroll any subscriber that has not used the Company's Lifeline service for 60 consecutive days, as discussed in section IV.B above. Q LINK will send the subscriber a 30-day termination letter, using clear, easily understood language, notifying the subscriber that failure to use the Lifeline service within the 30-day cure

⁴² See Order at ¶ 122.

⁴³ See *id.* In states that have dispute resolution procedures applicable to Lifeline termination, the Company will comply with the state requirements.

⁴⁴ See Order at ¶ 89.

⁴⁵ See Order at ¶ 214-16.

period will result in service termination for non-usage. The subscriber will be able to confirm that they want to continue receiving their Lifeline service. Q LINK will update the national database, once in place, within one business day of de-enrolling a subscriber for non-use and will submit a non-usage de-enrollment report annually to USAC.⁴⁶ Q LINK will not seek reimbursement from the USF during the 30-day cure period unless the subscriber confirms they want to continue service.

F. Additional Rule Amendments

1. Reporting Requirements

Q LINK will report all information required by section 54.422, as it may heretofore be amended. This includes the names of the Company's holding company, operating companies and affiliates, and any branding ("doing-business-as company" or brand designation), and provide to the Commission and USAC general information regarding the terms and conditions of the Lifeline plans for voice telephony service offered specifically for low income consumers through the program offered during the previous year, including the number of minutes provided, and whether there are additional charges to the consumer for service, including minutes of use and/or toll calls.⁴⁷

2. Reimbursements from USAC

In seeking reimbursement for Lifeline, Q LINK will comply with the requirements of C.F.R § 54.407, as revised by the *Order*.⁴⁸ Q LINK will certify when seeking reimbursement that the Company has obtained a valid certification form for each consumer for whom the Company

⁴⁶ See *Order* at ¶ 257.

⁴⁷ See *Order* at ¶ 296, 390. Section 153 of the Communications Act defines "affiliate" as "a person that (directly or indirectly) owns or controls, is owned or controlled by, or is under common ownership or control with, another person.

⁴⁸ See *Order* page 221.

seeks Lifeline reimbursement;⁴⁹ and the Company will seek reimbursement for actual lines served, not projected lines.⁵⁰

3. Section 54.202 Certifications

Q LINK certifies the following in accordance with newly amended C.F.R. § 54.202: (1) Q LINK will comply with the service requirements applicable to the support that it receives; (2) Q LINK is able to remain functional in emergency situations; and (3) Q LINK will satisfy applicable consumer protection and service quality standards.

IV. COMPANY INFORMATION

Q LINK is a Limited Liability Company organized in the State of Delaware on August 25, 2011. Q LINK will provide prepaid wireless telecommunications services by using the Sprint Nextel (“Sprint”) network on a wholesale basis to offer nationwide service. Sprint is a nationwide carrier that provides wholesale capacity on its wireless network to wireless providers like Q LINK. Q LINK will obtain from Sprint the network infrastructure and wireless transmission facilities to allow Q LINK to operate as a Mobile Virtual Network Operator (“MVNO”). Q LINK was designated as an ETC in Maryland on December 21, 2011. Q LINK does not currently provide service in any state.

A. Names and Identifiers

The Company’s legal name is Q LINK WIRELESS LLC. Q LINK’s holding company is QUADRANT HOLDINGS GROUP LLC. The Company does not have any operating companies and it identifies itself as Q LINK or Q LINK WIRELESS on its marketing and advertising materials.

⁴⁹ See Order at ¶ 128.

⁵⁰ See Order at ¶ 302.

B. Financial and Technical Capability

Q LINK is financially and technically capable of providing Lifeline-supported services.⁵¹ Q LINK will provide service to both Lifeline and non-Lifeline customers. Q LINK has not been subject to enforcement action or ETC revocation proceedings in any state. Q LINK is financially able to provide Lifeline-supported services and will not rely exclusively on USF disbursements to operate.⁵² Furthermore, the senior management of Q LINK has great depth in the telecommunications industry and offers extensive telecommunications business technical and managerial expertise to the Company.⁵³ Q LINK will also rely upon the managerial and technical expertise of its underlying carrier Sprint.

C. Lifeline Offering

Q LINK will offer its Lifeline service in the states where it is designated as an ETC and throughout the coverage area of its underlying carrier Sprint. As summarized in Exhibit E attached hereto, the Company's Lifeline offering will provide customers with the option to choose between three (3) Lifeline Plans⁵⁴ that best meets their needs:

1. Plan 1: 68 Monthly Minutes. Under Plan 1, eligible customers enjoy 68 anytime minutes that rollover and free international long distance.⁵⁵ Text messaging is at the rate of one-third of one minute (3 texts = 1 minute).
2. Plan 2: 125 Monthly Minutes. Under Plan 2, eligible customers enjoy 125 anytime minutes that rollover. Text messaging is at the rate of one minute (1 text = 1 minute).

⁵¹ See Order at ¶ 387.

⁵² See Exhibit C for QUADRANT HOLDINGS GROUP LLC'S Financial Statements. This information is **CONFIDENTIAL AND PROPRIETARY** and is being filed under seal as such.

⁵³ See Exhibit D for key management resumes.

⁵⁴ Q LINK's Lifeline Plans vary from state to state in accordance with state requirements or Tribal offerings; the three Lifeline plans outlined in this compliance plan are the offerings available in most states. Please see the Company's website (www.qlinkwireless.com) for more detailed information regarding plans available in each state.

⁵⁵ If you are on Plan 1, there is no additional charge for international long distance to countries designated at www.qlinkwireless.com.

3. Plan 3: 250 Monthly Minutes. Under Plan 3, eligible customers enjoy 250 anytime minutes. Minutes do not rollover. Text messaging is at the rate of one minute (1 text = 1 minute).

Customers have the capability of purchasing additional bundles of minutes in denominations as low as \$9.99, \$19.99, \$29.99, and \$59.99.⁵⁶ Airtime replenishment cards will be made available at retail outlets frequented by low-income customers throughout the Company's Service Area. In addition to free voice services, all of Q LINK's Lifeline plans will include a free handset and the following Custom Calling features: Caller ID, Call Waiting, and Voicemail. Q LINK does not impose burdensome credit checks or long-term service contracts on its prepaid customers. Customers are not bound by a local calling area requirement; all Q LINK plans come with domestic long distance at no extra per minute charge and exceptional nationwide digital coverage on the Nationwide Sprint PCS Network. Calls to 911 emergency services are always free, regardless of service activation or availability of minutes. Calls to Q Link customer service are also free. Q LINK has attached as Exhibit F its Lifeline terms and conditions of service. The terms and conditions of the Company's plans can also be found at www.qlinkwireless.com.

⁵⁶ \$9.99 = 50 minutes, \$19.99 = 120 minutes, \$29.99 = 200 minutes, and \$59.99 = 450 minutes.

V. **CONCLUSION**

Q LINK submits that its Compliance Plan fully satisfies the conditions of forbearance set forth in the Commission's *Order*. Implementation of the procedures described herein will promote public safety and should ensure that Lifeline customers have access to 911 and E911 services while safeguarding against misuse of the Company's Lifeline services. Accordingly, Q LINK respectfully requests that the Commission expeditiously approve its Compliance Plan so that the Company may begin providing the benefits of much-needed Lifeline service to qualifying low-income consumers as quickly as possible.

Respectfully submitted,

Q LINK WIRELESS LLC

/s/ LANCE STEINHART

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1725 Windward Concourse
Suite 150
Alpharetta, Georgia 30005
(770) 232-9200

Its Counsel

Dated April 12, 2012

EXHIBIT A

Sample Lifeline Certification Form



APPLICATION FOR GOVERNMENT LIFELINE ASSISTANCE PROGRAM

Things to know about the Lifeline Program:

- (1) Lifeline is a federal non-transferable benefit.
- (2) Lifeline Service is available for only one line per household. A household cannot receive benefits from multiple providers; and
- (3) A household is defined, for purposes of the Lifeline Program, as any individual or group of individuals who live together at the same address and share income and expenses.

Section 1

Please read all instructions before completing. Information will be validated. Discrepancies could result in delays.

Last Name _____ First Name _____ MI _____ Birth Date (Month/Day/Year) _____ Last Four Digits of SS# _____
Home Phone Number _____ Cell Phone Number _____ Contact Phone Number _____ Email Address _____
This address is ☐ Permanent ☐ Temporary ☐ Multi-Household

Residence Address (No P.O. Boxes, Must be your principal address) _____ Apartment No. _____ State _____ City _____ Zip Code _____

Plan Features

Choose your plan (check one)

Local Calls

National Long Distance

Voice Mail

Nationwide Text

Roaming at no additional cost

Free 911

411 Directory Assistance*

Carry-Over minutes from month to month

100+ International Long Distance destinations

*Minutes can be used for 411 calling at no additional cost.

**Long distance charges will apply



Section 2

To apply for Q Link you may choose ONE of the two options below:

The program is limited to one benefit per household and only eligible consumers may enroll in the program. Consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program.

1

To qualify you must attach proof of participation in one of the programs listed below.

I hereby certify that I participate in at least ONE of the following public assistance programs (Check all that apply):

- ☐ Medicaid (Not the same as Medicare)
- ☐ Supplemental Nutrition Assistance Program (Food Stamps)
- ☐ Temporary Assistance to Needy Families (TANF)
- ☐ Supplemental Security Income SSI (Not the same as Social Security Benefits)
- ☐ National School Lunch Program's Free Lunch Program
- ☐ Low-Income Home Energy Assistance Program (LIHEAP)
- ☐ Federal Public Housing Assistance/ Section 8

2

Qualify by certifying your income is at or below 135% of the Federal Poverty Guidelines.

HOUSEHOLD INCOME:

Please check household persons and income level that applies. Eligibility may apply if your total household income is at or below the following guidelines.

Persons in Family or Household	Annual Income	Monthly Income
1	\$16,335	\$1,361
2	\$22,065	\$1,839
3	\$27,795	\$2,316
4	\$33,525	\$2,794
5 or More		
For each additional add	\$5,730	

To qualify by income you must attach proof of income. Submit your most current statement from sources below:

- Prior year's State or Federal income tax return
- Three consecutive months of your most current pay stubs
- Workers Compensation/Unemployment benefits
- Child support document or divorce decree
- Retirement/Pension benefits statement
- Social Security/Veterans Administration benefits statement

(Documentation You Submit Will Not Be Returned)

Total monthly household income _____ Number of people receiving income _____
Total yearly household income _____ Number of children under age of 18 _____

Section 3

PENALTY OF PERJURY: Under title 18 U.S.C. § 1621, whoever willfully states as true any material matter which he does not believe to be true in a statement under penalty of perjury, is guilty of perjury and shall, except as otherwise expressly provided by law, be fined or imprisoned not more than five years, or both.

I certify, under penalty of perjury: (Initial by Each Certification)

- (1) The information contained in my application remains true and correct to the best of my knowledge and I acknowledge that willfully providing false or fraudulent information to receive Lifeline benefits is punishable by law and may result in me being barred from the program.
- (2) I am a current recipient of the program checked above, or have an annual household income at or below 135 percent of the Federal Poverty Guidelines.
- (3) I have provided documentation of eligibility if required to do so.
- (4) I understand that I and my household can only have one Lifeline-supported telephone service. Q Link Wireless has explained the one-per household requirement. I understand that violation of the one-per-household requirement constitutes a violation of the FCC's rules and will result in my de-enrollment from the Lifeline program, and could result in criminal prosecution by the US Government.
- (5) I attest to the best of my knowledge, that I and no one in my household is receiving a Lifeline service from any other land line or wireless company such as Safelink, Assurance, or Reachout Wireless.
- (6) I understand my Q Link Wireless Lifeline service is a non-transferable. I may not transfer my service to any individual, including another eligible low-income consumer.
- (7) I understand that if my service goes unused for sixty (60) days, my service will be suspended, subject to a thirty (30) day period which I may use the service or contact Q Link Wireless to confirm that I want to continue receiving their service.
- (8) I will notify Q Link Wireless within thirty (30) days if I no longer qualify for Lifeline. I understand this requirement and may be subject to penalties if I fail to notify Q Link Wireless if:
 - (1) I cease to participate in the above federal or state program, or my annual household income exceeds 135% FPG.
 - (2) My household is receiving more than one Lifeline supported device.
 - (3) I no longer satisfy the criteria for receiving Lifeline support.
- (9) I will notify Q Link Wireless within thirty (30) days of moving. Additionally, if my address listed above is a temporary address, I understand that I must verify my address with Q Link Wireless every ninety (90) days. If I fail to respond to Q Link Wireless' address verification attempts within thirty (30) days, my Q Link Wireless Lifeline service may be terminated.
- (10) Q Link Wireless has explained that I'm required each year to re-certify my eligibility for Lifeline. If I fail to do so within thirty (30) days, it will result in the termination of my Q Link Wireless service.
- (11) I authorize and understand that the Q Link Wireless may provide to state and Federal agencies, as required by law, for the purposes of complying with the Lifeline program all the information related to my account including but not limited to my name, date of birth, social security, usage history, address and phone number.
- (12) I understand that my name, telephone number, date of birth, last four digits of my social security number, and address will be divulged to the Universal Service Administrative Company (USAC) and/or its agents for the purpose of verifying that I do not receive more than one Lifeline subsidy.
- (13) I understand that if USAC identifies I am receiving more than one Lifeline subsidy, all carriers involved may be notified so that I may select one service and be de-enrolled from the other.

PRIVACY LAW

I authorize Q Link Wireless or its duly appointed representative to: (1) access any records required to verify my statements herein; (2) to confirm my continued eligibility for Lifeline assistance; (3) to update my address to a proper mailing address format; and (4) authorize social service agency representatives to discuss with and/or provide information to Q Link Wireless verifying my participation in benefit programs that qualify me for Lifeline assistance. I understand that completion of this form does not constitute immediate approval for Lifeline.

☐ Please check this box if you would like to receive pre-recorded special offers and promotions for Q Link Customers at the Home Telephone number provided in the Contact Information.

Applicant Signature _____

Date _____

SIGN &
DATE
HERE

Mail application to: Q Link Wireless LLC
499 East Sheridan Street Suite 300
Danla Beach, FL 33004

Fax application to: 1-855-83QLINK (855-837-5465)
For questions please call 1-855-QLINK43 (855-754-6543)

TOP SECTION



APPLICATION FOR GOVERNMENT LIFELINE ASSISTANCE PROGRAM

Things to know about the Lifeline Program:

- (1) Lifeline is a federal non-transferable benefit.
- (2) Lifeline Service is available for only one line per household. A household cannot receive benefits from multiple providers; and
- (3) A household is defined, for purposes of the Lifeline Program, as any individual or group of individuals who live together at the same address and share income and expenses.

Please read all instructions before completing. Information will be validated. Discrepancies could result in delays.

Last Name _____		First Name _____		MI _____	Birth Date (Month/Day/Year) ____/____/____	Last Four Digits of SS# _____
Home Phone Number _____		Cell Phone Number _____		Contact Phone Number _____		Email Address _____
This address is <input type="checkbox"/> Permanent <input type="checkbox"/> Temporary <input type="checkbox"/> Multi-Household						

Residence Address (No P.O. Boxes, Must be your principal address) _____	Apartment No. _____	State _____	City _____	Zip Code _____
-------------------------------------------------------------------------	---------------------	-------------	------------	----------------

Plan Features

Choose your plan (check one)

Local Calls

National Long Distance

Voice Mail

Nationwide Text

Roaming at no additional cost

Free 911

411 Directory Assistance*

Carry-Over minutes from month to month

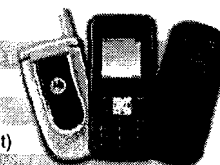
100+ International Long Distance destinations



(0.3 minutes per text)

(1 minute per text)

(1 minute per text)



*Minutes can be used for 411 calling at no additional cost.

**Long distance charges will apply

MIDDLE SECTION

To apply for Q Link you may choose ONE of the two options below:

The program is limited to one benefit per household and only eligible consumers may enroll in the program. Consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program.



To qualify you must attach proof of participation in one of the programs listed below.

I hereby certify that I participate in at least ONE of the following public assistance programs (Check all that apply):

- ☐ Medicaid (Not the same as Medicare)
- ☐ Supplemental Nutrition Assistance Program (Food Stamps)
- ☐ Temporary Assistance to Needy Families (TANF)
- ☐ Supplemental Security Income SSI (Not the same as Social Security Benefits)
- ☐ National School Lunch Program's Free Lunch Program
- ☐ Low-Income Home Energy Assistance Program (LIHEAP)
- ☐ Federal Public Housing Assistance/ Section 8



Qualify by certifying your income is at or below 135% of the Federal Poverty Guidelines.

HOUSEHOLD INCOME:

Please check household persons and income level that applies. Eligibility may apply if your total household income is at or below the following guidelines.

Persons in Family or Household	Annual Income	Monthly Income
1	\$16,335	\$1,361
2	\$22,065	\$1,839
3	\$27,795	\$2,316
4	\$33,525	\$2,794
5 or More		
For each additional add. \$5,730		

To qualify by income you must attach proof of income. Submit your most current statement from sources below:

- Prior year's State or Federal income tax return
 - Three consecutive months of your most current pay stubs
 - Workers Compensation/Unemployment benefits
 - Child support document or divorce decree
 - Retirement/Pension benefits statement
 - Social Security/Veterans Administration benefits statement
- (Documentation You Submit Will Not Be Returned)

Total monthly household income

Number of people receiving income

Total yearly household income

Number of children under age of 18

BOTTOM SECTION

PENALTY OF PERJURY: Under title 18 U.S.C. § 1621, whoever willfully states as true any material matter which he does not believe to be true in a statement under penalty of perjury, is guilty of perjury and shall, except as otherwise expressly provided by law, be fined or imprisoned not more than five years, or both.

I certify, under penalty of perjury: (Initial by Each Certification)

- (1) The information contained in my application remains true and correct to the best of my knowledge and I acknowledge that willfully providing false or fraudulent information to receive Lifeline benefits is punishable by law and may result in me being barred from the program.
- (2) I am a current recipient of the program checked above, or have an annual household income at or below 135 percent of the Federal Poverty Guidelines.
- (3) I have provided documentation of eligibility if required to do so.
- (4) I understand that I and my household can only have one Lifeline-supported telephone service. Q Link Wireless has explained the one-per household requirement. I understand that violation of the one-per-household requirement constitutes a violation of the FCC's rules and will result in my de-enrollment from the Lifeline program, and could result in criminal prosecution by the US Government.
- (5) I attest to the best of my knowledge, that I and no one in my household is receiving a Lifeline service from any other land line or wireless company such as Safelink, Assurance, or Reachout Wireless.
- (6) I understand my Q Link Wireless Lifeline service is a non-transferable. I may not transfer my service to any individual, including another eligible low-income consumer.
- (7) I understand that if my service goes unused for sixty (60) days, my service will be suspended, subject to a thirty (30) day period which I may use the service or contact Q Link Wireless to confirm that I want to continue receiving their service.
- (8) I will notify Q Link Wireless within thirty (30) days if I no longer qualify for Lifeline. I understand this requirement and may be subject to penalties if I fail to notify Q Link Wireless if:
 - (1) I cease to participate in the above federal or state program, or my annual household income exceeds 135% FPG.
 - (2) My household is receiving more than one Lifeline supported device.
 - (3) I no longer satisfy the criteria for receiving Lifeline support.
- (9) I will notify Q Link Wireless within thirty (30) days of moving. Additionally, if my address listed above is a temporary address, I understand that I must verify my address with Q Link Wireless every ninety (90) days. If I fail to respond to Q Link Wireless' address verification attempts within thirty (30) days, my Q Link Wireless Lifeline service may be terminated.
- (10) Q Link Wireless has explained that I'm required each year to re-certify my eligibility for Lifeline. If I fail to do so within thirty (30) days, it will result in the termination of my Q Link Wireless service.
- (11) I authorize and understand that the Q Link Wireless may provide to state and Federal agencies, as required by law, for the purposes of complying with the Lifeline program all the information related to my account including but not limited to my name, date of birth, social security, usage history, address and phone number.
- (12) I understand that my name, telephone number, date of birth, last four digits of my social security number, and address will be divulged to the Universal Service Administrative Company (USAC) and/or its agents for the purpose of verifying that I do not receive more than one Lifeline subsidy.
- (13) I understand that if USAC identifies I am receiving more than one Lifeline subsidy, all carriers involved may be notified so that I may select one service and be de-enrolled from the other.

PRIVACY LAW

I authorize Q Link Wireless or its duly appointed representative to: (1) access any records required to verify my statements herein; (2) to confirm my continued eligibility for Lifeline assistance; (3) to update my address to a proper mailing address format; and (4) authorize social service agency representatives to discuss with and/or provide information to Q Link Wireless verifying my participation in benefit programs that qualify me for Lifeline assistance. I understand that completion of this form does not constitute immediate approval for Lifeline.

☐ Please check this box if you would like to receive pre-recorded special offers and promotions for Q Link Customers at the Home Telephone number provided in the Contact Information.

Applicant Signature _____

Date _____

SIGN &
DATE
HERE

Mail application to: Q Link Wireless LLC
499 East Sheridan Street Suite 300
Dania Beach, FL 33004
Fax application to: 1-855-83QLINK (855-837-5465)
For questions please call 1-855-QLINK43 (855-754-6543)

EXHIBIT B

Sample Marketing Materials

1. Internet/Email Banner Ad 600x474
2. Poster/Flyer Ad 8.5x11



GET YOUR FREE CELL PHONE NOW!

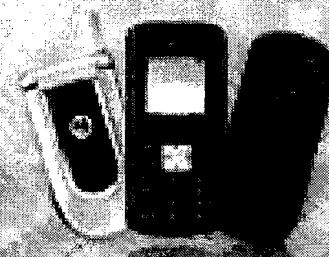
Need a *FREE* Cell Phone?



Did You Know Q Link Wireless Provides *FREE* Cell Phones for income eligible individuals? You may qualify if you participate in programs such as Food Stamps or Medicaid or your income is below 135% of the Federal Poverty Guidelines.

See If You Qualify! ▶

Plus Free
Minutes Every
Month



➡ No Contracts

➡ No Monthly Bills Ever!

➡ No Credit Checks!

Get Yours Now! ▶

Lifeline support is limited to one per household on wireline or wireless service. Consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program. Proof of participation in eligible programs/annual household income required for enrollment.

Q Link Wireless is a provider of the Government's Lifeline program. Visit our terms at <http://qlinkwireless.com/terms.aspx> for more info. Call 1-855-QLINK43 or visit <http://qlinkwireless.com> to see if you are eligible.



FREE CELL PHONES FROM Q LINK WIRELESS

NO FEES!



PAY NOTHING!



NO CONTRACTS!



You May Qualify If:

You currently receive Medicaid, Food Stamps or other government assistance or if your household income is 135% of the Federal Poverty Guidelines.

Get Your Free Phone

Discover if you are eligible for a free cell phone and free monthly minutes from Q Link Wireless provided through the Government's Lifeline support program.

www.QlinkWireless.com

Call 1-855-QLINK43

Includes:

- ✓ **Texting**
- ✓ **National Long Distance**
- ✓ **Local Calls**
- ✓ **Voice Mail**

250

**FREE Minutes
Every Month!**



Lifeline support is limited to one per household on wireline or wireless service. Consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program. Proof of participation in eligible programs/annual household income required for enrollment.

Q Link Wireless provides FREE cell phone service and FREE Monthly Minutes through the Government's Lifeline program to qualifying families and individuals. Visit www.qlinkwireless.com or call 1-855-QLINK43 to see if you qualify.

EXHIBIT C

Financial Statements

CONFIDENTIAL AND PROPRIETARY

QUADRANT HOLDINGS CORP

BALANCE SHEET

As of Sept 30, 2011

ASSETS

Current Assets

Cash & Cash Equivalents
Q Link Wierless Investment
Trade Accounts Receivable
Inventory
Prepaid Expenses and Deposits
Deferred Costs
Other Current Liabilities



Total Current Assents



FIXED ASSETS

Property and Equipment
Right of Access
Goodwill



Total Fixed Assets



Total Assets

\$

LIABILITIES AND SHAREHOLDER'S EQUITY

Current Liabilities

Accounts Payable
Customer Deposits
Deferred Revenue
Current Portion of Deferred Lease Inducements
Current Portion of Obligations Under Capital Lease
Deferred Lease Inducements



Total Liabilities



Shareholder's Equity

Share Capital
Contributed Surplus
Net Income or Loss



Total Liabilities & Capital

\$

QUADRANT HOLDINGS CORP

STATEMENT OF OPERATIONS, PROFIT & LOSS

As of Sept 30, 2011

Revenues

[REDACTED]

Cost of Sales

Gross Profit

[REDACTED]

Expenses

Sales and Marketing

General Administrative

Amortization

Interest Expense

Other Expense

[REDACTED]

Total Expenses

[REDACTED]

Net Income

\$

[REDACTED]

EXHIBIT D

Key Management Resumes

Issa Asad

Issa Asad is the President & CEO or Managing Member of Various Companies (Quadrant Holdings Group LLC, Q Link Wireless, NCOM Networks, RTN Networks, Reliable Telecard), these are some of the nation's premier telecommunications providers in the United States today, representing VoIP, wireless and prepaid service providers, manufacturers and suppliers in the new world of Internet-based and wireless communications and entertainment.

A respected Telecom veteran with more than 15 years' experience in telecommunications, Mr. Asad joined the Telecommunications industry in 1996 and has led the organization's growth into the top telecommunications providers in the nation. Intelecard News magazine has profiled Mr. Asad as a telecommunications executive with "real vision." The Prepaid Press newspaper has featured Mr. Asad as a "Telecom Mover of the Month" and labeled him as a "playmaker" - one of the "top telecommunications executives" in United States. He has been recognized by Who's Who in Telecom.

Prior to establishing his footprint in the Prepaid Telecommunications industry, Mr. Asad served as President & CEO of the South Florida Grocers Network.

Companies and their owners who endure in the prepaid industry are worthy of recognition because they are rare. As CEO and owner of Reliable Telecard and I-Prepay Inc, Issa Asad began in retail as an owner, operator and developer of convenience stores and gas stations in New York and Florida.

Considered a pioneer, he was the first station owner to implement fast food into service offerings, beginning with Fine Foods. Asad also led the grocers industry to incorporate ATMs, convenience stores and Check Cashing stores into grocery's and stations.

In 1996, he realized the potential of phone cards to the immigrant market and began offering phone cards from his stores. By the late 90s, prepaid wireless was emerging and, with his retail background, Asad knew the long-term play was electronic delivery. In the spring of 2000, he teamed with Reliable Telecard and I-Prepay Inc and developed a real-time PIN delivery system for the electronic delivery of prepaid products.

There he led a broad market restructuring that resulted in record sales and revenues, increased stature for the industry, and significant telecom marketing victories.

ISSA ASAD

E-mail: issa@qlinkwireless.com

499 East Sheridan St Suite 301
Dania FL 33004

SENIOR EXECUTIVE SUMMARY

Entrepreneur and senior sales executive with 15 year accomplished track known throughout the prepaid and telecom industry for delivering and sustaining revenue and profit gains within highly competitive domestic and international prepaid products, including domestic and international prepaid telephone and wireless calling cards and national distribution channels markets. By age 30, had pioneered what is now a multi-hundred million dollar a year Prepaid industry. Practical experience in and solid understanding of a diverse range of business management applications, including market analysis, sales and marketing, team-building and quality assurance. Demonstrated ability to select, train and retain self-motivated customer-oriented employees. Exceptional problem-solving skills, keen client needs assessment aptitude, high-caliber presentation, negotiation and closing skills.

- | | |
|-------------------------------------|-------------------------------------|
| ◦ Strategic & Tactical Planning | ◦ Business Expansion & Startups |
| ◦ Mergers & Acquisition | ◦ Staff Management & Development |
| ◦ Strategic Partnerships & Alliance | ◦ Sales Presentations / Closing |
| ◦ Broker / Vendor Relations | ◦ Account Development / Acquisition |

PROFESSIONAL EXPERIENCE

QUADRANT HOLDINGS GROUP LLC – DANIA FL

Managing Member, January 2011 – present

Quadrant Holdings is a holding company that serves as the Managing Member entity of Q LINK WIRELESS LLC.

Q LINK WIRELESS LLC – DANIA, FL

Co-Founder, January 2011 – present

Q LINK WIRELESS LLC provides a government assisted wireless service. Q LINK offers a discount benefit to low income families and individuals via wireless services in place of older technologies like landline phone service.

- Develop and evolve the sales model including strategy, process, partnerships, organization, and execution to deliver financial and market share goals
- Design, architect and implement an optimized sales model that enables the company to achieve sustained profitable growth
- Recruit, train and manage results-orientated staff of professional managers to oversee sales and marketing efforts

IPREPAY, INC. – MIAMI, FL

VP of Sales & Co-Founder, January 2000 – 2008

Provides wholesale long distance, prepaid point of sale services including; prepaid wireless, prepaid calling cards, bill pay, FTD flowers and an array of stored value products and services to carriers and end-users. Its point-of-sale technology and services are a sensible alternative to paying the increasingly recurrent infrastructure expenses necessary in the world of exponentially-improving telecom networks. The company now serves as a one-stop-shop for all prepaid products.

- Develop and evolve the sales model including strategy, process, partnerships, organization, and execution to deliver financial and market share goals
- Design, architect and implement an optimized sales model that enables the company to achieve sustained profitable growth
- Recruit, train and manage results-orientated staff of professional managers to oversee sales and marketing efforts
- Increased 2004 gross revenues from \$__M to 2005 run-rate of \$75M.

X CHANGE COMMUNICATIONS – MIAMI, FL

Strategic Business Partner, 2000 – 2008

This company is a powerhouse, with over 150 employees in a 40,000 square foot office campus in Miami, Florida. X Change has the capacity to handle 8 billion calling minutes per month through a system that is beyond state of the art. Even more amazing, that system was completely designed and developed by strategic partners and own in-house software engineers.

- Facilitated partnership with top carriers
- 1st year partnership Revenues exceeded \$85M

RELIABLE TELECARD – MIAMI, FL

CEO, President and Founder, 2000 - Present

A leading provider of wholesale and retail telecommunications services. Reliable Telecard uses its own network infrastructure to route calls worldwide. The company's prepaid retail cards (currently topping 100 brands) are available at over 250,000 points of sale nationwide.

- Grew and maintain client base of 9,000 agents and 300 worldwide outlets
- Manage a staff of 150 employees
- Gross annual profits exceeding \$50 M

PREPAID TECHNOLOGIES – MIAMI, FL

CEO, President and Founder, 1996-2001

Prepaid Technologies is aligned with qualified national processors and has issued cards through a variety of national banks. Prepaid Technologies provides host-based stored value cards that are packaged and marketed as many diverse products such as a gift card, travel card, payroll card, incentive reward card, student card, e-card, vendor payment card and expense card.

- Responsible for securing national prepaid distribution channels
- 1st year profits exceeding \$600K

WORLDCOM – MIAMI, FL

Director of Sales 1995 -1996

Facilities-based network operator managing one of the world's largest communications network systems. One of the largest carriers of international voice traffic operating a leading Internet protocol backbone system.

- Secured exclusive prepaid phone card deal with Michael Jordon generating over \$1B in gross revenues with over \$350 Million in profits during the 1st year

FINE FOODS SUPERMARKETS – MIAMI, FL

CEO, President and Founder, 1991-1999

- Designed, developed, opened and maintain 12 retail chain grocery stores

INDUSTRY PUBLICATIONS AND ACKNOWLEDGEMENTS

Intele-Card News Magazine:	Acknowledged and interviewed in 48 issues since 2000.
Phone Plus:	Acknowledged and interviewed in 10 issues since 2002.
Convenience Store Decisions:	Acknowledged and interviewed in both 1997 and 1998.
Convenience Store News:	Acknowledged and interviewed in both 1997 and 1998.
Vending Times:	Acknowledged and interviewed in 1995.

EDUCATION

FLORIDA INTERNATIONAL UNIVERSITY – MIAMI, FL

B.A., Business, May 1995

A.A., Science, May 1995

EXHIBIT E

Proposed Lifeline Rate Plans

Plan 1: 68 Monthly Minutes Plan*

68 anytime minutes per month

(texts are one-third of one minute, i.e. 3 texts = 1 minute)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free handset
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free Voicemail, Caller-ID, and Call Waiting
- 68 anytime minutes (unused minutes rollover)
- Free Domestic Long Distance
- Free International Long Distance to countries designated at www.qlinkwireless.com (listed below)

Plan 2: 125 Monthly Minutes Plan*

125 anytime minutes per month

(texts are one minute, i.e. 1 text = 1 minute)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free handset
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free Voicemail, Caller-ID, and Call Waiting
- 125 anytime minutes (unused minutes rollover)
- Free Domestic Long Distance

Plan 3: 250 Monthly Minutes Plan*

250 anytime minutes per month

(texts are one minute, i.e. 1 text = 1 minute)

Net cost to Lifeline customer: **\$0 (free)**

*This package includes:

- Free handset
- Free calls to Customer Service
- Free calls to 911 emergency services
- Free Voicemail, Caller-ID, and Call Waiting
- 250 anytime minutes (unused minutes *do not* rollover)
- Free Domestic Long Distance

International Long Distance

Free International Calling Destinations on the 68 Monthly Minutes Plan

(Certain special or off-network locations may be excluded from the Free International Long Distance. Calls to cellular phones are not included unless the word "Cellular" is specifically listed next to the country name. Numbers in parentheses () indicate the Country Code.)

Albania-Tirana (355)	France (33)	Mexico (52)
Andorra (376)	French Antilles (594)	Monaco (377)
Argentina (54)	French Guiana-Cellular (594)	Netherlands (31)
Australia (61)	French Guiana (594)	New Zealand (64)
Austria (43)	Georgia (995)	Norway (47)
Bahamas-Cellular (1)	Germany (49)	Panama (507)
Bahamas (1)	Gibraltar (350)	Paraguay (595)
Bangladesh-Cellular (880)	Greece (30)	Peru (51)
Bangladesh-Chittagong (880)	Guadeloupe (590)	Poland (48)
Bangladesh-Dhaka (880)	Guatemala-Telgua (502)	Portugal (351)
Bangladesh-Sylhet (880)	Hong Kong-Cellular (852)	Romania (40)
Belgium (32)	Hong Kong (852)	Russia-Cellular (7)
Bermuda-Cellular (1)	Hungary (36)	Russia (7)
Bermuda (1)	Iceland (354)	San Marino-Cellular (378)
Bolivia-La Paz (591)	India-Cellular (91)	San Marino (378)
Bolivia-Santa Cruz (591)	India (91)	Saudi Arabia-Riyadh (966)
Brazil (55)	Indonesia-Cellular (62)	Singapore-Cellular (65)
Brunei-Cellular (673)	Indonesia-Jakarta (62)	Singapore (65)
Brunei (673)	Indonesia-Surabaya (62)	Slovakia (421)
Bulgaria (359)	Iraq-Baghdad (964)	Slovenia (386)
Canada-Cellular (1)	Ireland (353)	South Korea-Cellular (82)
Canada (1)	Israel (972)	South Korea (82)
Chile (56)	Italy (39)	Spain (34)
China-Cellular (86)	Japan (81)	Sweden (46)
China (86)	Jordan (962)	Switzerland (41)
Columbia-Cellular (57)	Kazakhstan (7)	Taiwan-Cellular (886)
Columbia (57)	Kenya-Nairobi (254)	Taiwan (866)
Costa Rica (506)	Lithuania (370)	Thailand (66)
Croatia (585)	Luxembourg-Cellular (352)	Turkey (90)
Cyprus-Cellular (357)	Luxembourg (352)	United Kingdom (44)
Cyprus (357)	Macao-Cellular (853)	Uzbekistan (7)
Czech Republic (420)	Macao (853)	Venezuela (58)
Denmark (45)	Malaysia-Cellular (60)	Vietnam-Ho Chi Minh City (84)
Dominican Republic (1)	Malaysia (60)	Zambia (260)
Estonia (372)	Malta (356)	
Finland (358)		

EXHIBIT F

Terms and Conditions

Q LINK WIRELESS™ Terms and Conditions of Service

Please read these Q LINK WIRELESS LLC Terms and Conditions of Service carefully. These Q LINK WIRELESS LLC Terms and Conditions of Service are a legally binding agreement between you and Q LINK WIRELESS LLC. They contain important information about your legal rights and require that certain disputes be resolved through Arbitration instead of a court trial. Q LINK WIRELESS LLC reserves the right to change or modify any of these Q LINK WIRELESS LLC Terms and Conditions of Service at any time and at its sole discretion. Any changes or modifications to these Q LINK WIRELESS LLC Terms and Conditions of Service will be binding upon you once posted on the Q LINK WIRELESS LLC website on our website. You should check the Q LINK WIRELESS LLC website regularly for updates to these terms.

By enrolling in the Q LINK WIRELESS Program (the "Q LINK WIRELESS Program" or "Q LINK Program") and by using the Q LINK WIRELESS service (the "Q LINK WIRELESS Service" or "Q LINK Service"), you ("You"), the participant, acknowledge and agree to the following terms and conditions:

1. Q LINK WIRELESS PROGRAM DESCRIPTION.

Q LINK WIRELESS Service is funded by the Universal Service Fund Lifeline program and administered by the Universal Service Administrative Company. In order to qualify for enrollment in the Q LINK WIRELESS Program, a person must meet certain eligibility requirements set by each state where the Q LINK Program is offered. These requirements are based on a person's participation in a state or federal support program(s) or by meeting certain income requirements based upon the Income Poverty Guidelines as defined by the US Government. Federal law limits the availability of the Q LINK Program. The Q LINK Program allows one (1) enrollment per "household". The Q LINK Program permits only one Lifeline benefit per household, therefore, no person currently living in the household may receive Lifeline benefits from any other Lifeline program. Applicants for the Q LINK Program must complete an application form, provide supporting documentation that they meet the eligibility requirements and certify, under penalty of perjury, that they:

- Are eligible for and currently receive benefits from the public assistance program(s) identified in the application form.
- Do not currently receive Lifeline support for a telephone line serving their residential address and no other resident in their household participates in the Lifeline program. If the applicant is already participating in another Lifeline program, then the applicant agrees to cancel their current household Lifeline support provider in order to enroll in the Q LINK Program.
- Will notify Q LINK WIRELESS by calling 1-855-QLINK43 (1-855-754-6543) - if and when they no longer qualify for any of the public assistance programs identified in their application form.
- Will notify Q LINK WIRELESS of any change of address by calling 1-855-QLINK43 (1-855-754-6543).
- Reviewed the information contained in their application and it is true and correct to the best of their knowledge and belief. Applicants who qualify and are enrolled in the Q LINK Program will receive a free cellular phone provided by Q LINK WIRELESS together with a free allotment of minutes each month for up to one year. Q LINK WIRELESS will determine at its sole discretion whether an applicant meets the eligibility requirements to participate in the Q LINK Program. The monthly minutes provided by the Q LINK Program will vary from state to state. Please call Q LINK WIRELESS at 1-855-QLINK43 (1-855-754-6543) or visit our website for further information.

Applicants who do not meet the eligibility requirements will receive written notification, via US Mail, of the reason for their non-eligibility. Upon enrollment in the Q LINK Program, you will be qualified to participate for up to one (1) year. To continue your enrollment in the Q LINK Program after the initial year, you must verify annually that you are qualified for continued enrollment in the Q LINK Program as required by your state Public Service Commission, Public Utility Commission or other agency administering the Q LINK Program in your state. Q LINK WIRELESS will also conduct verification drives for each state according to its rules. If Q LINK WIRELESS determines during its verification drive, or at any other time, that a customer fails to continue to qualify for the Q LINK Program, such customer will immediately be deemed ineligible to participate in the Q LINK Program, will be de-enrolled from the Q LINK Program and will no